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RECORDATION NO. 17994-A FILED 1/6/93

JAN 6 1993 -9 05 AM

January 6, 1993

INTERSTATE COMMERCE COMMISSION

3-006A001

Recordation No. 17994-A

Dear Mr. Strickland:

On behalf of NationsBanc Leasing Corporation of North Carolina, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Lease Supplement and Acceptance Certificate ("Supplement") dated January 6, 1993.

The parties to the enclosed Supplement are:

NationsBanc Leasing Corporation
of North Carolina
NationsBank Corporate Center
100 North Tryon Street
12th Floor
Charlotte, North Carolina 28255-0001

- LESSOR

Northern States Power Company
414 Nicollet Mall
Minneapolis, Minnesota 55401

- LESSEE

The said Supplement covers, among other things, the delivery to and acceptance by Lessee, and the leasing by the Lessor to the Lessee of those certain coal cars described therein.

The units of equipment covered by the Supplement are 135 coal cars identified as NSPX 92-001-92-135. The Supplement relates to that certain Master Equipment Lease Agreement made as of November 2, 1992, recorded with the Interstate Commerce Commission November 6, 1992 under

A. H. Harrison
C. A. Henderson

JAN 6 1993 0 53 AM '93

Recordation No. 17994 and should be filed under the next available letter under Recordation No. 17994 which we believe is -A.

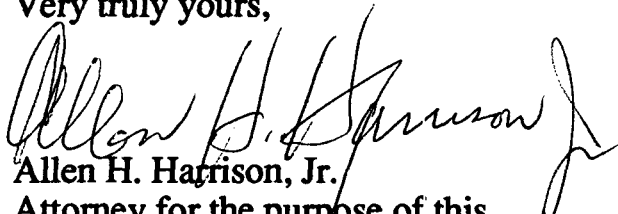
A short summary of the document to appear in the ICC Index is as follows:

"Acceptance, delivery and lease of 135 Coal Cars NSPX 92-001-92-135."

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the document not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for the purpose of this
filing for NationsBanc Leasing
Corporation of North Carolina

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Enclosures

8357-020

BY HAND

17994 A
ACQUISITION NO. FILED

LEASE SUPPLEMENT AND ACCEPTANCE CERTIFICATE

JAN 6 1993 - 9 05 AM

INTERSTATE COMMERCE COMMISSION

This Lease Supplement and Acceptance Certificate is dated January 6, 1993, and is executed by NATIONSBANC LEASING CORPORATION OF NORTH CAROLINA, a North Carolina corporation ("Lessor") and NORTHERN STATES POWER COMPANY, a Minnesota corporation ("Lessee") pursuant to Section 4 of the Equipment Lease Agreement, dated as of November 2, 1992 between Lessee and Lessor (the "Agreement"). All capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Agreement.

Lessee hereby acknowledges and agrees that the equipment specified on Annex A to this Lease Supplement and Acceptance Certificate (the "Equipment") has been delivered to Lessee on the date hereof at the delivery place described below, and that, as between Lessor and Lessee, the Equipment (a) has been inspected to the complete satisfaction of Lessee, (b) is in good operating order, repair and condition, (c) is of a size, design, capacity and manufacture selected by Lessee, (d) is suitable for Lessee's purposes, (e) has been unconditionally accepted by Lessee on the date hereof, for all purposes of the Agreement, and (f) is subject to all of the terms, conditions and provisions of the Agreement. Lessee further acknowledges, agrees and certifies that Lessor has made no warranty, express or implied, with respect to the Equipment and that the insurance policies, certificates or other documents evidencing the coverages required under the Agreement have been delivered to Lessor.

Lessee hereby leases from Lessor the Equipment upon and subject to all of the terms, conditions and provisions of the Agreement, and Lessor and Lessee further agree and state as follows:

1. Delivery Place for the Equipment: The Trinity Industries, Inc. Plant located at Front and Woodward Streets in Mount Orab, Ohio 45154.
2. The Acquisition Cost is \$7,302,563.66.
3. The Term for the Equipment commences on the date hereof and continues for a period of eight (8) consecutive calendar years, both the commencement date and the expiration date inclusive, unless sooner terminated in accordance with the provisions of the Agreement.
4. The Basic Payment for the Equipment for each monthly period of the Term is in an amount equal to the Basic Payment Factor multiplied by the Acquisition Cost.
5. The Maximum Lessee Risk Amount is 30.76%, expressed as a percentage of Acquisition Cost.

6. The Maximum Lessor Risk Amount is 19.24%, expressed as a percentage of Acquisition Cost.

7. The Basic Payment Factor shall be 0.994675%.

8. This Lease Supplement and Acceptance Certificate may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement and Acceptance Certificate to be executed by their duly authorized representatives as of the date first above written.

NATIONSBANC LEASING CORPORATION OF
NORTH CAROLINA

By: James T. Skiff
Name: JAMES T. SKIFF, JR.
Title: Senior Vice President

ATTEST:

By: Rosena C. Foushee
Name: ROSENA C. FOUSHEE
Title: Assistant Secretary

(Corporate Seal)

NORTHERN STATES POWER COMPANY

By: _____
Name: _____
Title: _____

ATTEST:

By: _____
Name: _____
Title: _____ Secretary

(Corporate Seal)

COUNTERPART NO. _____ OF _____ SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Martha Jane Swetka, a Notary Public of the County and State aforesaid, certify that Rowena C. Foushee personally came before me this day and acknowledged that (s)he is Assistant Secretary of NationsBanc Leasing Corporation of North Carolina, a North Carolina corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Senior Vice President, sealed with its corporate seal and attested by Rowena C. Foushee as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 29th day of December, 1992.


Notary Public

My Commission Expires:

14 March 1993
(Notary Public)

IN WITNESS WHEREOF, the parties hereto have caused this Lease Supplement and Acceptance Certificate to be executed by their duly authorized representatives as of the date first above written.

NATIONSBANC LEASING CORPORATION OF
NORTH CAROLINA

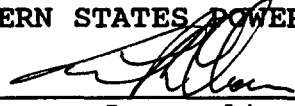
By: _____
Name: _____
Title: _____

ATTEST:

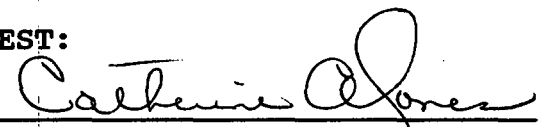
By: _____
Name: _____
Title: _____ Secretary

(Corporate Seal)

NORTHERN STATES POWER COMPANY

By:  _____
Name: Leon Eliason
Title: Vice President Nuclear Generation

ATTEST:

By:  _____
Name: Catherine A. Jones
Title: Assistant Secretary

(Corporate Seal)

COUNTERPART NO. _____ OF _____ SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST IN THIS DOCUMENT MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1.

STATE OF MINNESOTA

COUNTY OF HENNEPIN

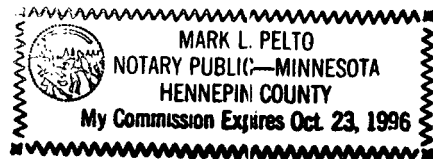
I, Mark L. Pelto, a Notary Public of the County and State aforesaid, certify that Catherine A. Jones personally came before me this day and acknowledged that (s)he is Assistant Secretary of Northern States Power Company a Minnesota corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Vice President, sealed with its corporate seal and attested by Catherine A. Jones as its Assistant Secretary.

WITNESS my hand and official stamp or seal, this 30th day of December, 1992.


Notary Public

My Commission Expires:

October 23, 1996
(Notary Public)



Annex A

Equipment Description

4,155 cubic foot, 5 pocket, body-steel, underframe mechanized rapid discharge II coal cars, Trinity Design Number HK-40123, serial numbers NSPX 92-001 through 92-135